

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO. 16147 FILED 1425

JUL 28 1993 10:00 AM

INTERSTATE COMMERCE COMMISSION

VIA AIR COURIER

July 27, 1993

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RE: Railroad Equipment Lease Agreement dated as of December 26, 1988 ("Lease")
between Helm Financial Corporation and The Detroit Edison Company

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated April 28, 1993 to the Lease ("Amendment No. 1") between Helm Financial Corporation and The Detroit Edison Company.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

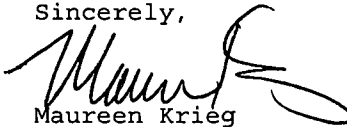
Name and Address of Lessee: The Detroit Edison Company
2000 Second Avenue
Detroit, Michigan 48226

Equipment: Nine (9) Locomotives (See Exhibit A to the Lease
for Car Numbers)

Previous ICC Filing: Lease filed on January 9, 1989, Recordation No.
16147.

Please file Amendment No. 1 under the next available recordation number. The filing fee of sixteen dollars (\$16.00) is enclosed.

Sincerely,


Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

JUL 28 1993 10:00 AM

AMENDMENT NO. 1 INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to the Railroad Equipment Lease Agreement dated as of December 26, 1988 (the "Lease") between HELM FINANCIAL CORPORATION ("Lessor") and THE DETROIT EDISON COMPANY ("Lessee") is made as of April 28, 1993 between Lessor and Lessee.

R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which nine (9), 3000 horsepower, diesel electric locomotives bearing the reporting marks and numbers DE 001, 002, 005, 013, 015 and 016 (the "Group A Units") and DE 007, 008, 011 (the "Group B Units") were leased by Lessor to Lessee.
- B. Lessee, as sublessor ("Sublessor"), and Lessor as sublessee ("Sublessee") are parties to the Railroad Equipment Sublease Agreement dated as of April 16, 1993 ("Sublease") pursuant to which the Group A Units ("Subleased Unit(s)") were subleased by Sublessor to Sublessee.
- C. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. The term of the Sublease for the Subleased Units shall be
- 4. Retroactive to April 16, 1993, with respect to the Subleased Units only, Subsection 7.a.(iii) of the Lease shall be replaced by the following:
" 7.a.(iii) inside the continental United States and Canada and"
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS THEREOF, the Lessor and Lessee each pursuant to due authority have caused these presents to be signed in their respective corporate names.

HELM FINANCIAL CORPORATION,
Lessor

THE DETROIT EDISON COMPANY,
Lessee

By: 

By: 

Title: President

Title: 9 **NORMAN H. BARTHLOW**
Manager, Fuel Supply

Date: May 24, 1993

Date: May 5, 1993

STATE OF CALIFORNIA

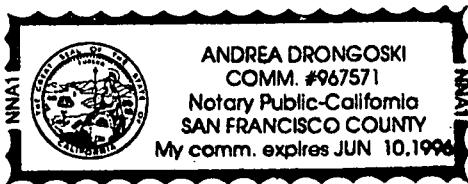
COUNTY OF SAN FRANCISCO

On May 24, 1993, before me, Andrea Drongoski
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.



Andrea Drongoski
SIGNATURE OF THE NOTARY

STATE OF MICHIGAN

COUNTY OF WAYNE

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On this 6th day of May, 1993, before me personally
appeared Norman H. Barthlow, to me personally known,
who, being by me duly sworn, says that he is Manager, Fuel Supply
of THE DETROIT EDISON COMPANY, that said instrument was signed and
sealed on behalf of said corporation by authority of its President
and Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Helen A. Bobowski
Notary Public

My Commission Expires:

June 27, 1994

[Notarial Seal]

HELEN A. BOBOWSKI
Notary Public, Wayne County, MI
My Commission Expires June 27, 1994